



HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2015
OF THE CONDITION AND AFFAIRS OF THE

Harvard Pilgrim Health Care, Inc.

NAIC Group Code05950595NAIC Company Code96911Employer's ID Number04-2452600
(Current)(Prior)

Organized under the Laws ofMassachusetts, State of Domicile or Port of EntryMassachusetts

Country of DomicileUnited States of America

Licensed as business type:Health Maintenance Organization

Is HMO Federally Qualified? Yes [X] No []

Incorporated/Organized02/11/1969Commenced Business02/11/1969

Statutory Home Office93 Worcester StreetWellesley , MA, US 02481-9181
(Street and Number)(City or Town, State, Country and Zip Code)

Main Administrative Office93 Worcester StreetWellesley , MA, US 02481-9181781-263-6000
(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Mail Address93 Worcester StreetWellesley , MA, US 02481-9181
(Street and Number or P.O. Box)(City or Town, State, Country and Zip Code)

Primary Location of Books and Records93 Worcester StreetWellesley , MA, US 02481-9181617-509-5697
(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Internet Website Addresswww.hphc.org

Statutory Statement ContactKevin O'Connor617-509-5697
(Name)(Area Code) (Telephone Number)

Kevin O'Connor@hphc.org617-509-1778
(E-mail Address)(FAX Number)

OFFICERS

President and Chief Executive OfficerEric Hinman SchultzClerk/Secretary and Chief Legal OfficerTisa Kramer Hughes

Chief Financial Officer and TreasurerCharles Robert Goheen

OTHER

DIRECTORS OR TRUSTEES		
Earl Wayne Baucom	Shelby Michael Chodos	Susan Vercillo Duprey
Scott Sears Hartz	Myechia Minter-Jordan, M.D.	Joyce Anne Murphy, Vice Chair
Joseph Francis O'Donnell, M.D.	Eric Hinman Schultz	Michael Joseph Shea
Mary Ann Tocio, Chair	Hedwig Veith Whitney	

State ofMassachusettsSS:

County ofNorfolk

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Eric Hinman SchultzCharles Robert GoheenTisa Kramer Hughes
President and Chief Executive OfficerChief Financial Officer and TreasurerClerk/Secretary and Chief Legal Officer

Subscribed and sworn to before me thisa. Is this an original filing? Yes [X] No []
day of August, 2015b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

Susan Greaney
Notary Public
08/19/2016

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	441,311,978		441,311,978	452,111,426
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	208,922,427	483,983	208,438,444	213,619,363
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	24,662,963		24,662,963	24,535,753
4.2 Properties held for the production of income (less \$ encumbrances)	3,674,019		3,674,019	3,716,868
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$(22,604,936)), cash equivalents (\$) and short-term investments (\$7,429,419)	(15,175,517)		(15,175,517)	60,313,143
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	15,104,193		15,104,193	5,719,904
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	120,271,253	27,339,806	92,931,447	74,792,839
12. Subtotals, cash and invested assets (Lines 1 to 11)	798,771,316	27,823,789	770,947,527	834,809,296
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	2,591,002		2,591,002	2,772,955
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	15,985,481	1,204,728	14,780,753	13,772,287
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums	0		0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	13,908,158		13,908,158	7,369,802
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	46,148,424	216,196	45,932,228	29,065,997
18.1 Current federal and foreign income tax recoverable and interest thereon	0		0	0
18.2 Net deferred tax asset	0	0	0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	112,402,959	108,693,425	3,709,534	5,891,785
21. Furniture and equipment, including health care delivery assets (\$)	5,765,100	5,765,100	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	1,406,752	0	1,406,752	3,085,836
24. Health care (\$14,751,324) and other amounts receivable	34,717,787	7,369,979	27,347,808	21,663,012
25. Aggregate write-ins for other than invested assets	15,600,426	12,262,263	3,338,163	3,142,796
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,047,297,405	163,335,480	883,961,925	921,573,766
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	1,047,297,405	163,335,480	883,961,925	921,573,766
DETAILS OF WRITE-INS				
1101. Investment in HPHC Institute	27,339,806	27,339,806	0	0
1102. Investment in HPHC CT	13,143,194		13,143,194	13,982,268
1103. Investment in HPHC New England	68,100,307		68,100,307	59,139,864
1198. Summary of remaining write-ins for Line 11 from overflow page	11,687,946	0	11,687,946	1,670,707
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	120,271,253	27,339,806	92,931,447	74,792,839
2501. Prepaid Expenses and Other Assets	15,600,426	12,262,263	3,338,163	3,142,796
2502.			0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	15,600,426	12,262,263	3,338,163	3,142,796

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	106,042,869		106,042,869	93,357,038
2. Accrued medical incentive pool and bonus amounts	40,863,226		40,863,226	35,789,574
3. Unpaid claims adjustment expenses	1,373,689		1,373,689	1,164,919
4. Aggregate health policy reserves, including the liability of \$ for medical loss ratio rebate per the Public Health Service Act	18,368,100		18,368,100	9,039,709
5. Aggregate life policy reserves	0		0	0
6. Property/casualty unearned premium reserve	0		0	0
7. Aggregate health claim reserves	0		0	0
8. Premiums received in advance	43,274,889		43,274,889	40,709,981
9. General expenses due or accrued	98,353,393		98,353,393	92,882,090
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	0		0	0
10.2 Net deferred tax liability	0		0	0
11. Ceded reinsurance premiums payable	0		0	0
12. Amounts withheld or retained for the account of others.....	507,751		507,751	187,304
13. Remittances and items not allocated	0		0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)	0		0	0
15. Amounts due to parent, subsidiaries and affiliates	6,291,492		6,291,492	3,504,443
16. Derivatives	0		0	0
17. Payable for securities	0		0	0
18. Payable for securities lending	0		0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers).....	0		0	0
20. Reinsurance in unauthorized and certified (\$) companies	0		0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0		0	0
22. Liability for amounts held under uninsured plans	37,801,450		37,801,450	61,740,104
23. Aggregate write-ins for other liabilities (including \$ current)	33,161,425	0	33,161,425	34,545,571
24. Total liabilities (Lines 1 to 23)	386,038,284	0	386,038,284	372,920,733
25. Aggregate write-ins for special surplus funds	XXX	XXX	7,847,548	15,143,519
26. Common capital stock	XXX	XXX		
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX		
29. Surplus notes	XXX	XXX	19,679,458	29,051,920
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	470,396,635	504,457,594
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	497,923,641	548,653,033
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	883,961,925	921,573,766
DETAILS OF WRITE-INS				
2301. Professional Liability Reserve-Medical Malpractice	453,000		453,000	453,000
2302. Deferred Rent	319,946		319,946	631,926
2303. Security Deposits	0		0	142,354
2398. Summary of remaining write-ins for Line 23 from overflow page	32,388,479	0	32,388,479	33,318,291
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	33,161,425	0	33,161,425	34,545,571
2501. ACA Industry Fee – Data Year	XXX	XXX	7,847,548	15,143,519
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	7,847,548	15,143,519
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	1,810,411	1,865,443	3,599,641
2. Net premium income (including \$ non-health premium income).....	XXX	838,900,566	835,894,987	1,652,958,433
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	(9,328,391)	0	(7,811,652)
4. Fee-for-service (net of \$ medical expenses).....	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	829,572,175	835,894,987	1,645,146,781
Hospital and Medical:				
9. Hospital/medical benefits		588,406,750	562,448,642	1,081,033,378
10. Other professional services		21,113,524	22,696,226	43,022,001
11. Outside referrals		2,657,394	12,433,474	28,839,932
12. Emergency room and out-of-area		9,119,123	12,612,538	19,921,576
13. Prescription drugs		117,374,660	106,806,232	214,904,939
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		13,984,157	22,233,394	35,424,993
16. Subtotal (Lines 9 to 15)	0	752,655,608	739,230,506	1,423,146,819
Less:				
17. Net reinsurance recoveries		6,700,686	2,800,697	8,376,475
18. Total hospital and medical (Lines 16 minus 17)	0	745,954,922	736,429,809	1,414,770,344
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$9,210,143 cost containment expenses		21,689,692	25,178,426	45,986,156
21. General administrative expenses		94,118,440	101,165,265	190,481,193
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				1,228,057
23. Total underwriting deductions (Lines 18 through 22).....	0	861,763,054	862,773,500	1,652,465,750
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(32,190,879)	(26,878,513)	(7,318,969)
25. Net investment income earned		5,996,653	7,008,865	13,526,464
26. Net realized capital gains (losses) less capital gains tax of \$		13,614	14,523,137	14,620,896
27. Net investment gains (losses) (Lines 25 plus 26)	0	6,010,267	21,532,002	28,147,360
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].....				
29. Aggregate write-ins for other income or expenses	0	(4,815,457)	(3,250,942)	(6,545,411)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(30,996,069)	(8,597,453)	14,282,980
31. Federal and foreign income taxes incurred	XXX			
32. Net income (loss) (Lines 30 minus 31)	XXX	(30,996,069)	(8,597,453)	14,282,980
DETAILS OF WRITE-INS				
0601.	XXX			0
0602.	XXX			0
0603.	XXX			0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			0
0702.	XXX			0
0703.	XXX			0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				0
1402.				0
1403.				0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Miscellaneous & Other Income/(Expense)		(4,815,457)	(3,250,942)	(6,545,411)
2902.				0
2903.				0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	(4,815,457)	(3,250,942)	(6,545,411)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	548,653,033	496,611,551	496,611,551
34. Net income or (loss) from Line 32	(30,996,069)	(8,597,453)	14,282,980
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	423,074	(19,691,815)	(19,839,313)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	(10,960,891)	(7,647,507)	(6,665,507)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	(9,372,462)	(9,757,448)	(9,714,896)
43. Cumulative effect of changes in accounting principles.....		0	0
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital	0		
46. Dividends to stockholders			0
47. Aggregate write-ins for gains or (losses) in surplus	176,956	0	73,978,218
48. Net change in capital & surplus (Lines 34 to 47)	(50,729,392)	(45,694,223)	52,041,482
49. Capital and surplus end of reporting period (Line 33 plus 48)	497,923,641	450,917,328	548,653,033
DETAILS OF WRITE-INS			
4701. Increase in Surplus for HPHC of New England net worth (see Note #10)			74,777,082
4702. Change in net prior service costs and recognized loss for postretirement medical plan	176,956		(798,864)
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	176,956	0	73,978,218

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	840,503,477	852,132,722	1,670,689,155
2. Net investment income	7,342,442	8,519,195	16,211,591
3. Miscellaneous income	1,050,554	3,720,669	317,759
4. Total (Lines 1 to 3)	848,896,473	864,372,586	1,687,218,505
5. Benefit and loss related payments	741,954,983	719,380,482	1,437,141,877
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	135,239,042	116,050,988	181,944,798
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	0	0	0
10. Total (Lines 5 through 9)	877,194,025	835,431,470	1,619,086,675
11. Net cash from operations (Line 4 minus Line 10)	(28,297,552)	28,941,116	68,131,830
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	51,446,757	116,797,931	159,343,351
12.2 Stocks	0	45,495,129	45,495,129
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	51,446,757	162,293,060	204,838,480
13. Cost of investments acquired (long-term only):			
13.1 Bonds	41,800,893	38,585,375	82,988,465
13.2 Stocks	4,100,972	37,003,704	50,490,943
13.3 Mortgage loans	0	0	0
13.4 Real estate	729,597	54,651	1,244,374
13.5 Other invested assets	9,381,249	1,648,884	5,651,577
13.6 Miscellaneous applications	10,017,239	19,013,722	18,935,037
13.7 Total investments acquired (Lines 13.1 to 13.6)	66,029,950	96,306,336	159,310,396
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(14,583,193)	65,986,724	45,528,084
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	(9,372,462)	(9,757,448)	(9,714,896)
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(23,235,453)	(24,627,542)	(36,215,411)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(32,607,915)	(34,384,990)	(45,930,307)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	(75,488,660)	60,542,850	67,729,607
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	60,313,143	(7,416,464)	(7,416,464)
19.2 End of period (Line 18 plus Line 19.1)	(15,175,517)	53,126,386	60,313,143

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	298,029	8,729	289,141	0	0	0	0	159	0	0
2. First Quarter	302,051	12,148	289,363	0	0	0	0	540	0	0
3. Second Quarter	303,975	12,313	291,064					598		
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	1,810,411	69,904	1,737,236					3,271		
Total Member Ambulatory Encounters for Period:										
7. Physician	689,048	30,346	656,172					2,530		
8. Non-Physician	478,238	23,959	454,094					185		
9. Total	1,167,286	54,305	1,110,266	0	0	0	0	2,715	0	0
10. Hospital Patient Days Incurred	60,463	3,016	57,447					0		
11. Number of Inpatient Admissions	8,991	401	8,590							
12. Health Premiums Written (a)	839,593,915	34,113,011	802,950,705					2,530,199		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	830,265,524	32,847,683	794,887,642					2,530,199		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	742,117,311	35,789,240	704,663,386					1,664,685		
18. Amount Incurred for Provision of Health Care Services	752,655,608	37,344,149	712,972,304					2,339,155		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$2,530,199

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

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UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	80,020,074	643,321,363	6,424,181	98,744,058	86,444,255	93,135,235
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	129,544	1,535,141	11,365	863,265	140,909	221,803
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	80,149,618	644,856,504	6,435,546	99,607,323	86,585,164	93,357,038
10. Healthcare receivables (a)	3,783,922	10,967,401			3,783,922	7,530,135
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	7,781,798	2,628,705	26,007,774	14,855,452	33,789,572	35,789,574
13. Totals (Lines 9-10+11+12)	84,147,494	636,517,808	32,443,320	114,462,775	116,590,814	121,616,477

(a) Excludes \$ loans or advances to providers not yet expensed.

1. Summary of Significant Accounting Policies**A. Accounting Practices**

The accompanying financial statements of Harvard Pilgrim Health Care, Inc. ("Harvard Pilgrim" or "the Company") have been prepared in accordance with the National Association of Insurance Commissioners ("NAIC") Accounting Practices and Procedures Manual for statutory accounting principles ("NAIC SAP") which do not differ from the accounting practices prescribed or permitted by the Division of Insurance of the Commonwealth of Massachusetts.

Harvard Pilgrim's net income and capital and surplus, based on NAIC SAP and practices prescribed and permitted by the Commonwealth of Massachusetts is shown below (amounts in thousands):

	State of Domicile	June 30, 2015	December 31, 2014
Net Income (Loss)			
(1) Company state basis (Page 4, Line 32, Columns 2&4)	MA	\$ (30,996)	\$ 14,283
(2) State Prescribed Practices that increase (decrease) NAIC SAP:	MA		
(3) State Permitted Practices that increase (decrease) NAIC SAP:	MA		
(4) NAIC SAP (1-2-3=4)	MA	\$ (30,996)	\$ 14,283
Surplus			
(5) Company state basis (Page 3, Line 33, Columns 3&4)	MA	\$ 497,924	\$ 548,653
(6) State Prescribed Practices that increase (decrease) NAIC SAP:	MA		
(7) State Permitted Practices that increase (decrease) NAIC SAP:	MA		
(8) NAIC SAP (5-6-7=8)	MA	\$ 497,924	\$ 548,653

B. Use of Estimates in the Preparation of the Financial Statements

No significant changes from the Annual Statement for the year ended December 31, 2014.

C. Accounting Policies

No significant changes from the Annual Statement for the year ended December 31, 2014 except as described in the paragraphs below.

Loan-backed Securities

Loan-backed securities are reported at cost upon acquisition, and amortization of premium or discount is calculated using the scientific method and recorded as an adjustment to investment income. These securities are stated at either amortized cost or the lower of amortized cost or fair value. The retrospective adjustment method is used to value all securities.

Other Invested Assets

Harvard Pilgrim invests in certain joint ventures and limited partnerships and reports the investments in accordance with Statement of Statutory Accounting Principles No. 48, *Joint Ventures, Partnerships and Limited Liability Companies*.

2. Accounting Changes and Corrections of Errors

No significant changes from the Annual Statement for the year ended December 31, 2014.

3. Business Combinations and Goodwill

No significant changes from the Annual Statement for the year ended December 31, 2014.

4. Discontinued Operations

No significant changes from the Annual Statement for the year ended December 31, 2014.

5. Investments**A. Mortgage Loans - None****B. Debt Restructuring - None****C. Reverse Mortgages - None****D. Loan-Backed Securities**

- (1) Prepayment assumptions for single class and multiclass mortgage-backed / asset-backed securities were obtained from third party providers.

- (2) The Company has the ability and intent to retain all loan-backed and structured securities for the period of time sufficient to recover the amortized cost basis. The Company did not recognize any other-than-temporary impairments on loan backed securities for the six months ended June 30, 2015.
- (3) The Company did not hold any securities with a recognized other-than-temporary impairment as of June 30, 2015.
- (4) For all impaired securities (fair value is less than cost or amortized cost) for which other-than-temporary impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains), the aggregate amount of unrealized losses and related fair value as of June 30, 2015 are as follows: (amounts in thousands)

a. The aggregate amount of unrealized losses:	
1. Less than 12 Months	\$ (503)
2. 12 Months or Longer	\$ (744)
b. The aggregate related fair value of securities with unrealized losses:	
1. Less than 12 Months	\$ 58,176
2. 12 Months or Longer	\$ 38,442

E. Repurchase Agreements and/or Securities Lending Transactions - None

F. Real Estate

No significant changes from the Annual Statement for the year ended December 31, 2014.

G. Investments in Low-income Housing Tax Credits (LIHTC) - None

H. Restricted Assets

(1) Restricted Assets - Including Pledged (amounts in thousands)

Restricted Asset Category		1	2	3	4	5	6
		Total Gross Restricted from Current Year	Total Gross Restricted from Prior Year	Increase / (Decrease) (1 minus 2)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Admitted Assets
a.	Subject to contractual obligation for which liability is not shown	\$ -	\$ -	\$ -	\$ -	-	-
b.	Collateral held under security lending agreements	-	-	-	-	-	-
c.	Subject to repurchase agreements	-	-	-	-	-	-
d.	Subject to reverse repurchase agreements	-	-	-	-	-	-
e.	Subject to dollar repurchase agreements	-	-	-	-	-	-
f.	Subject to dollar reverse repurchase agreements	-	-	-	-	-	-
g.	Placed under option contracts	-	-	-	-	-	-
h.	Letter stock or securities restricted as to sale - excluding FHLB capital stock.	-	-	-	-	-	-
i.	FHLB capital stock	660	-	660	660	0.06%	0.07%
j.	On deposit with states	3,717	3,483	234	3,717	0.35%	0.42%
k.	On deposit with other regulatory bodies	-	-	-	-	0%	0%
l.	Pledged collateral to FHLB (including assets backing funding agreements)	-	-	-	-	0%	0%
m.	Pledged as collateral not captured in other categories	-	-	-	-	0%	0%
n.	Other restricted assets	11,254	1,454	9,800	11,254	1.07%	1.27%
o.	Total Restricted Assets	\$ 15,631	\$ 4,937	\$ 10,034	\$ 15,631	1.49%	1.77%

I. Working Capital Finance Investments – None

J. Offsetting and Netting of Assets and Liabilities - None

K. Structured Notes – None

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant changes from the Annual Statement for the year ended December 31, 2014.

7. Investment Income

No significant changes from the Annual Statement for the year ended December 31, 2014.

8. Derivative Instruments

No significant changes from the Annual Statement for the year ended December 31, 2014.

9. Income Taxes

No significant changes from the Annual Statement for the year ended December 31, 2014.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No significant changes from the Annual Statement for the year ended December 31, 2014 except as disclosed in Note 22.

11. Debt

A. No significant changes from the Annual Statement for the year ended December 31, 2014.

B. Federal Home Loan Bank ("FHLB") Agreements

(1) In April 2015, Harvard Pilgrim became a member of the FHLB of Boston with an initial membership stock investment of \$0.7 million. Through its membership, Harvard Pilgrim has not conducted business activity (borrowings) with the FHLB as of June 30, 2015.

(2) FHLB Capital Stock (amounts in thousands)

a. Aggregate Totals

1. Current Year	Total
(a) Membership Stock - Class A	\$ -
(b) Membership Stock - Class B	660
(c) Activity Stock	-
(d) Excess Stock	-
(e) Aggregate Stock	-
(f) Actual or estimated Borrowing Capacity as Determined by the Insurer	\$ 30,000
1. Prior Year - End	Total
(a) Membership Stock - Class A	N/A
(b) Membership Stock - Class B	N/A
(c) Activity Stock	N/A
(d) Excess Stock	N/A
(e) Aggregate Stock	N/A
(f) Actual or estimated Borrowing Capacity as	

b. Membership Stock (Class A and B Eligible for Redemption)

Membership Stock		Current Year Total	Not Eligible for Redemption	Less Than 6 Months	6 Months to Less Than 1 Year	1 to Less Than 3 Years	3 to 5 Years
1.	Class A	-	-	-	-	-	-
2.	Class B	660	660	-	-	-	-

(3) Collateral Pledged to FHLB – None

(4) Borrowing from FHLB - None

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan

(4) The following table represents components of the net periodic benefit cost of the postretirement medical plan for the periods ending June 30, 2015 and December 31, 2014 (amounts in thousands):

	Pension Benefits		Postretirement Benefits		Postemployment & Compensated Absence Benefits	
	2015	2014	2015	2014		
a. Service cost			\$ 244	\$ 460		
b. Interest cost			283	602		
c. Expected return on plan assets						
d. Amortization of unrecognized transition obligation or transition asset						
e. Amounts of recognized gains and losses			28			
f. Amount of prior service cost recognized			177	354		
g. Amount of gain or loss recognized due to a settlement of curtailment						
h. Total net periodic benefit cost			\$ 732	\$ 1,416		

B. Defined Contribution Plan

No significant changes from the Annual Statement for the year ended December 31, 2014.

C. Multiemployer Plans – Not applicable

D. Consolidated/Holding Company Plans – Not applicable

E. Postretirement Benefits and Compensated Absences – Not applicable

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) - Not applicable

13. Capital and Surplus, Shareholders’ Dividend Restrictions and Quasi-Reorganization

No significant changes from the Annual Statement for the year ended December 31, 2014.

14. Liabilities, Contingencies and Assessments

A. Contingent Commitments

No significant changes from the Annual Statement for the year ended December 31, 2014.

B. Assessments

No significant changes from the Annual Statement for the year ended December 31, 2014 except as disclosed below.

Harvard Pilgrim was subject to an annual fee under Section 9010 of the Federal Affordable Care Act (“ACA”) starting on January 1, 2014. This annual fee was to be allocated to individual health insurers based on the ratio of the amount of the Company's net premiums written during the preceding calendar year to the amount of health insurance for any U.S. health risk that was written during the preceding calendar year. In 2015, Harvard Pilgrim recorded an estimated \$15.7 million liability, as a component of general expenses due or accrued, for the fee imposed by ACA. Additionally, Harvard Pilgrim recorded \$7.8 million of restricted surplus as of June 30, 2015, which represents the Company's ratable recognition of estimated obligations for 2015 net premiums written that are payable in 2016 under Section 9010 of ACA.

C. Gain Contingencies - None

D. Claims Related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits - None

E. Joint and Several Liabilities - None

F. All Other Contingencies

No significant changes from the Annual Statement for the year ended December 31, 2014.

15. Leases

No significant changes from the Annual Statement for the year ended December 31, 2014.

16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

No significant changes from the Annual Statement for the year ended December 31, 2014.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales - None

B. Transfers and Servicing of Financial Assets - None

C. Wash Sales - None

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans

No significant changes from the Annual Statement for the year ended December 31, 2014.

B. ASC Plans - None

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contracts - None

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators-

No significant changes from the Annual Statement for the year ended December 31, 2014.

20. Fair Value Measurement

A. Assets and Liabilities Measured at Fair Value

Harvard Pilgrim's financial assets and liabilities carried at fair value have been classified, for disclosure purposes, based on a hierarchy defined by Statement of Statutory Accounting Principles No. 100, *Fair Value Measurements*.

(1) Fair Value Measurements at the reporting date (amounts in thousands):

Description	Level 1	Level 2	Level 3	Total
Bonds				
U.S. Governments	-	-	-	-
Industrial and Misc	-	\$ 1,241	-	\$ 1,241
Hybrid Securities	-	-	-	-
Total Bonds	-	1,241	-	1,241
Common Stock				
Industrial and Misc	\$ 660	-	-	\$ 660
Mutual Funds	139,067			139,067
Total Common Stocks	139,727	-	-	139,727
Total Assets at Fair Value	\$ 139,727	\$ 1,241	\$ -	\$ 140,968

- (a) There were no transfers between Level 1 and Level 2 during the six month period ended June 30, 2015.
- (2) Fair value measurements in Level 3 at June 30, 2015: None
- (3) The policy on the timing of recognizing transfers in and out of Level 3: Transfers in and out of Level 3 securities are recognized at the end of the reporting period.
- (4) For fair value measurements categorized within Level 2 and Level 3 of the fair value hierarchy, the valuation technique(s) and the inputs used in the fair value measurement: Fair value measurements of securities within the Level 2 and Level 3 hierarchy are determined using the NAIC approved independent third party pricing vendor at December 31, 2014.

(5) The Company did not have any derivative assets or liabilities.

B. Other Fair Value Measurements – Not applicable

C. The Aggregate Fair Value by Hierarchical Level as of June 30, 2015 (amounts in thousands):

Type of Financial Instrument	Aggregate fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (CV)
Bonds	\$ 449,448	\$ 441,312	\$ -	\$ 449,448	\$ -	\$ -
Common Stock	139,727	139,727	139,727	-	-	-
Short-term investments	7,429	7,429	7,429	-	-	-
Total	\$ 596,604	\$ 588,468	\$ 147,156	\$ 449,448	\$ -	\$ -

D. Not Practicable to Estimate Fair Value – Not applicable

21. Other Items

A. Extraordinary Items - None

B. Troubled Debt Restructuring - None

C. Other Disclosures and Unusual Items

No significant changes from the Annual Statement for the year ended December 31, 2014.

D. Business Interruption Insurance Recoveries - None

E. State Transferable and Non-transferable Tax Credits - None

F. Subprime Mortgage Related Risk Exposure

No significant changes from the Annual Statement for the year ended December 31, 2014.

G. Retained Assets - None

22. Events Subsequent

Harvard Pilgrim has evaluated events and transactions subsequent to June 30, 2015, through August 14, 2015, the date the financial statements are available for issuance and has determined there were no material events or transactions which require adjustment to, or disclosure in, the financial statements, other than as described in the paragraph below.

In July 2015, through its membership with the FHLB of Boston, the Company commenced business activity and borrowed \$30.0 million.

On August 12, 2015, the Harvard Pilgrim and the Harvard Pilgrim Health Care of New England Inc. (“New England”) board of directors approved a \$10 million return of capital surplus from New England to Harvard Pilgrim contingent upon obtaining regulatory approval.

On August 12, 2015, the Harvard Pilgrim board of directors approved a \$25 million capital contribution to the HPHC Insurance Company, Inc.

On August 12, 2015, the Harvard Pilgrim board of directors approved a \$5 million capital contribution to Harvard Pilgrim Health Care of Connecticut contingent upon the need to comply with regulatory requirements.

23. Reinsurance

A. Ceded Reinsurance Report

No significant changes from the Annual Statement for the year ended December 31, 2014.

B. Uncollectible Reinsurance

No significant changes from the Annual Statement for the year ended December 31, 2014.

C. Commutation of Ceded Reinsurance – None

D. Certified Reinsurer rating downgraded or status subject to revocation - None

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

- A. No significant changes from the Annual Statement for the year ended December 31, 2014.
- B. No significant changes from the Annual Statement for the year ended December 31, 2014.
- C. No significant changes from the Annual Statement for the year ended December 31, 2014.
- D. No significant changes from the Annual Statement for the year ended December 31, 2014.
- E. Risk Sharing Provisions of the Affordable Care Act

(1)Did the reporting entity write accident and health insurance premium which is subject to the ACA risk -sharing provisions (YES or NO)? YES

(2)Impact of Risk-Sharing Provisions of the ACA on Admitted Assets, Liabilities and Revenue for the Current Year are below: (amounts in thousands)

a. Permanent ACA Risk Adjustment Program:		AMOUNT
Assets:		
1. Premium adjustments receivable due to ACA Risk Adjustment.....	\$	0
Liabilities:		
2. Risk adjustment user fees payable for ACA Risk Adjustment.....	\$	11
3. Premium adjustments payable due to ACA Risk Adjustment.....	\$	17,140
Operations (Revenue & Expense):		
4. Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment (increase) decrease to revenue	\$	9,328
5. Reported in expenses as ACA risk adjustment user fees (incurred/paid).....	\$	7
b. Transitional ACA Reinsurance Program:		
Assets:		
1. Amounts recoverable for claims paid due to ACA Reinsurance.....	\$	13,850
2. Amounts recoverable for claims unpaid due to ACA Reinsurance (Contra Liability).....	\$	0
3. Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance.....	\$	0
Liabilities:		
4. Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium.....	\$	9,170
5. Ceded reinsurance premiums payable due to ACA Reinsurance.....	\$	693
6. Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance.....	\$	0
Operations (Revenue & Expense):		
7. Ceded reinsurance premiums due to ACA Reinsurance.....	\$	257
8. Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments.....	\$	6,480
9. ACA Reinsurance contributions - not reported as ceded premium.....	\$	6,394
c. Temporary ACA Risk Corridors Program:		
Assets:		
1. Accrued retrospective premium due to ACA Risk Corridors.....	\$	0
Liabilities:		
2. Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors.....	\$	0
Operations (Revenue & Expense):		
3. Effect of ACA Risk Corridors on net premium income (paid/received).....	\$	0
4. Effect of ACA Risk Corridors on change in reserves for rate credits.....	\$	0

(3)Roll forward of prior year ACA risk-sharing provisions for the following asset (gross of any non admission) and liability balances, along with the reasons for adjustments to prior year balance, (amounts in thousands).

	Accrued During the Prior Year on Business Written Before December 31 of the Prior Year		Received or Paid as of the Current Year on Business Written Before December 31 of the Prior Year		Differences		Adjustments		Ref	Unsettled Balances as of the Reporting Date	
	1	2	3	4	Prior Year Accrued Less Payments (Col 1 - 3)	Prior Year Accrued Less Payments (Col 2 - 4)	To Prior Year Balances	To Prior Year Balances		Cumulative Balance from Prior Years (Col 1 - 3 +7)	Cumulative Balance from Prior Years (Col 2 - 4 +8)
					5	6	7	8		9	10
	Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)		Receivable	(Payable)
a. Permanent ACA Risk Adjustment Program:											
1. Premium adjustments receivable	-	-	-	-	-	-	-	-	A	-	-
2. Premium adjustments (payable)	-	7,812	-	-	-	7,812	-	(7,406)	B	-	406
3. Subtotal ACA Permanent Risk Adjustment Program	-	7,812	-	-	-	7,812	-	(7,406)		-	406
b. Transitional ACA Reinsurance Program:											
1. Amounts recoverable for claims paid	7,370	-	-	-	7,370	-	2,365	-	C	9,735	-
2. Amounts recoverable for claims unpaid (contra liability)	-	-	-	-	-	-	-	-	D	-	-
3. Amounts receivable relating to uninsured plans	-	-	-	-	-	-	-	-	E	-	-
4. Liabilities for contributions payable due to ACA Reinsurance not reported as ceded premiums	-	18,705	-	15,929	-	2,776	-	-		-	2,776
5. Ceded reinsurance premiums payable	-	435	-	-	-	435	-	-	G	-	435
6. Liabilities for amounts held under uninsured plans	-	-	-	-	-	-	-	-	H	-	-
7. Subtotal ACA Transitional Reinsurance Program	7,370	19,140	-	15,929	7,370	3,211	2,365	-		9,735	3,211
c. Temporary ACA Risk Corridors Program:											
1. Accrued retrospective premium	-	-	-	-	-	-	-	-	I	-	-
2. Reserve for rate credits or policy experience rating refunds	-	-	-	-	-	-	-	-	J	-	-
3. Subtotal ACA Risk Corridors Program	-	-	-	-	-	-	-	-		-	-
d. Total for ACA risk Sharing Provisions	7,370	26,952	-	15,929	7,370	11,023	2,365	(7,406)		9,735	3,617

Explanations of Adjustments:

- B: The premium adjustments payable under the permanent ACA Risk Adjustment program represents a change in previously estimated amounts to reflect the final settlement notification for the year-ended December 31, 2014.
- C: The adjustment for amounts recoverable for claims paid reflects a revised amount based on actual loss experience as of April 30, 2015.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves, net of healthcare receivables, as of December 31, 2014 were \$121.6 million. As of June 30, 2015, \$87.9 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years net of health care receivables are \$28.7 million. Therefore, there has been a \$5.0 million favorable prior-year development since December 31, 2014. The favorable development is generally a result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Harvard Pilgrim does not have any retrospectively rated policies.

26. Intercompany Pooling Arrangements

No significant changes from the Annual Statement for the year ended December 31, 2014.

27. Structured Settlements

No significant changes from the Annual Statement for the year ended December 31, 2014.

28. Health Care Receivables

A. Pharmaceutical rebate receivables

No significant changes from the Annual Statement for the year ended December 31, 2014.

B. Risk sharing receivables – None

29. Participating Policies

No significant changes from the Annual Statement for the year ended December 31, 2014.

30. Premium Deficiency Reserves

- | | |
|---|---|
| 1) Liability carried for premium deficiency reserves | \$ 1,228,057 |
| 2) Date of the most recent evaluation of this liability | 06/30/2015 |
| 3) Was anticipated investment income utilized in the calculation? | YES <input checked="" type="checkbox"/> NO <input type="checkbox"/> |

31. Anticipated Salvage and Subrogation

No significant changes from the Annual Statement for the year ended December 31, 2014.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [] No [X]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [] No []
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [] No [X]
- 2.2

If yes, date of change:
- 3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes [X] No []

If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [X] No []
- 3.3

If the response to 3.2 is yes, provide a brief description of those changes.
On June 9, 2015, upon petitioning the Commonwealth of Massachusetts Superior Court, Harvard Pilgrim Health Care, Inc. received order to dissolve its wholly owned subsidiary, Harvard Pilgrim Physicians Association, Inc.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [] No [X]
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.
- | | | |
|----------------|-------------------|-------------------|
| 1 | 2 | 3 |
| Name of Entity | NAIC Company Code | State of Domicile |
| | | |
5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes [] No [X] N/A []

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2013
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2013
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

07/06/2015
- 6.4

By what department or departments?
Massachusetts Division of Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [] No [] N/A [X]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [] No [] N/A [X]
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [] No [X]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [] No [X]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [] No [X]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; (c) Compliance with applicable governmental laws, rules and regulations; (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and (e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$.0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$
13.

Amount of real estate and mortgages held in short-term investments:

\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$.0	\$.0
14.22 Preferred Stock	\$.0	\$.0
14.23 Common Stock	\$ 78,082,207	\$ 68,711,811
14.24 Short-Term Investments	\$.0	\$.0
14.25 Mortgage Loans on Real Estate	\$.0	\$.0
14.26 All Other	\$ 73,122,132	\$ 81,243,501
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$ 151,204,339	\$ 149,955,312
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$.0	\$.0
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement.

Yes [] No []

STATEMENT AS OF JUNE 30, 2015 OF THE Harvard Pilgrim Health Care, Inc.

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$0
- 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$0
- 16.3 Total payable for securities lending reported on the liability page

\$0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?
- Yes
- ☒
- X
- No
- ☐
-]

- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
US Trust, Bank of America Corporation	225 Franklin St., Boston MA 02110

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?
- Yes
- ☐
- No
- ☒
-]

- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
104518	Deutsche Investment Management Americas Inc.	345 Park Avenue, New York, NY 10154
108281	Fidelity Management & Research Company	82 Devonshire Street, V10G, Boston, MA 02109
105958	The Vanguard Group, Inc.	100 Vanguard Blvd, V26, Malvern, PA, 19355

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?
- Yes
- ☒
- No
- ☐
-]

- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent

91.0 %
- 1.2 A&H cost containment percent

1.1 %
- 1.3 A&H expense percent excluding cost containment expenses

12.8 %
- 2.1 Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date

\$
- 2.3 Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date

\$

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

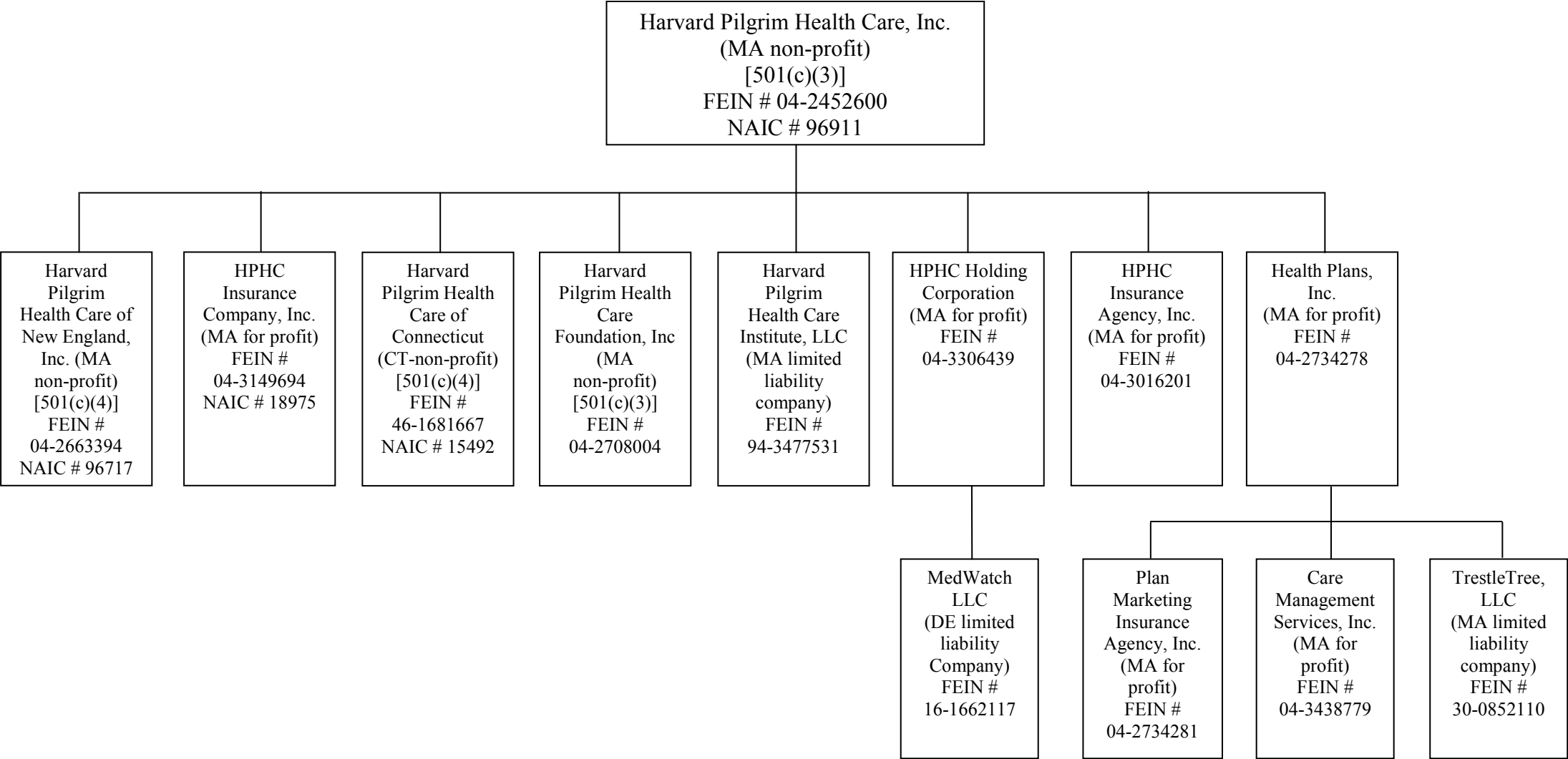
1	2	3	4	5	6	7	8	9
NAIC Company Code	ID Number	Effective Date	Name of Reinsurer	Domiciliary Jurisdiction	Type of Reinsurance Ceded	Type of Reinsurer	Certified Reinsurer Rating (1 through 6)	Effective Date of Certified Reinsurer Rating
NONE								

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	N						.0	
2.	Alaska	AK	N						.0	
3.	Arizona	AZ	N						.0	
4.	Arkansas	AR	N						.0	
5.	California	CA	N						.0	
6.	Colorado	CO	N						.0	
7.	Connecticut	CT	N						.0	
8.	Delaware	DE	N						.0	
9.	District of Columbia	DC	N						.0	
10.	Florida	FL	N						.0	
11.	Georgia	GA	N						.0	
12.	Hawaii	HI	N						.0	
13.	Idaho	ID	N						.0	
14.	Illinois	IL	N						.0	
15.	Indiana	IN	N						.0	
16.	Iowa	IA	N						.0	
17.	Kansas	KS	N						.0	
18.	Kentucky	KY	N						.0	
19.	Louisiana	LA	N						.0	
20.	Maine	ME	L	77,562,180	688,963				78,251,143	
21.	Maryland	MD	N						.0	
22.	Massachusetts	MA	L	759,501,536	1,841,236				761,342,772	
23.	Michigan	MI	N						.0	
24.	Minnesota	MN	N						.0	
25.	Mississippi	MS	N						.0	
26.	Missouri	MO	N						.0	
27.	Montana	MT	N						.0	
28.	Nebraska	NE	N						.0	
29.	Nevada	NV	N						.0	
30.	New Hampshire	NH	N						.0	
31.	New Jersey	NJ	N						.0	
32.	New Mexico	NM	N						.0	
33.	New York	NY	N						.0	
34.	North Carolina	NC	N						.0	
35.	North Dakota	ND	N						.0	
36.	Ohio	OH	N						.0	
37.	Oklahoma	OK	N						.0	
38.	Oregon	OR	N						.0	
39.	Pennsylvania	PA	N						.0	
40.	Rhode Island	RI	N						.0	
41.	South Carolina	SC	N						.0	
42.	South Dakota	SD	N						.0	
43.	Tennessee	TN	N						.0	
44.	Texas	TX	N						.0	
45.	Utah	UT	N						.0	
46.	Vermont	VT	N						.0	
47.	Virginia	VA	N						.0	
48.	Washington	WA	N						.0	
49.	West Virginia	WV	N						.0	
50.	Wisconsin	WI	N						.0	
51.	Wyoming	WY	N						.0	
52.	American Samoa	AS	N						.0	
53.	Guam	GU	N						.0	
54.	Puerto Rico	PR	N						.0	
55.	U.S. Virgin Islands	VI	N						.0	
56.	Northern Mariana Islands	MP	N						.0	
57.	Canada	CAN	N						.0	
58.	Aggregate Other Aliens	OT	XXX	.0	.0	.0	.0	.0	.0	.0
59.	Subtotal	XXX	837,063,716	2,530,199	.0	.0	.0	.0	839,593,915	.0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							.0	
61.	Totals (Direct Business)	(a) 2	837,063,716	2,530,199	0	0	0	0	839,593,915	0
DETAILS OF WRITE-INS										
58001.		XXX								
58002.		XXX								
58003.		XXX								
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	.0	.0	.0	.0	.0	.0	.0	.0
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.
'For individual members Harvard Pilgrim allocates premium based on the member's residence. For group members Harvard Pilgrim allocates premium based on the group situs.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



STATEMENT AS OF JUNE 30, 2015 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

[illegible]

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 11

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1104. Deposits	11,687,946		11,687,946	1,670,707
1197. Summary of remaining write-ins for Line 11 from overflow page	11,687,946	0	11,687,946	1,670,707

Additional Write-ins for Assets Line 25

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504.			0	0
2597. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0

Additional Write-ins for Liabilities Line 23

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
2304. Accrued Long Term Expenses	3,388,479		3,388,479	4,318,291
2305. Quincy Mortgage	29,000,000		29,000,000	29,000,000
2397. Summary of remaining write-ins for Line 23 from overflow page	32,388,479	0	32,388,479	33,318,291

Additional Write-ins for Statement of Revenue and Expenses Line 29

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
2904.				0
2997. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	28,252,621	28,233,929
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition	729,597	1,244,374
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation	645,236	1,225,682
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	28,336,982	28,252,621
10. Deduct total nonadmitted amounts		0
11. Statement value at end of current period (Line 9 minus Line 10)	28,336,982	28,252,621

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest point and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	5,719,904	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	5,000,000	755,482
2.2 Additional investment made after acquisition	4,279,289	4,896,095
3. Capitalized deferred interest and other		0
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	105,000	68,327
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	15,104,193	5,719,904
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	15,104,193	5,719,904

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	666,191,653	741,133,018
2. Cost of bonds and stocks acquired	45,901,865	133,479,408
3. Accrual of discount	119,251	315,903
4. Unrealized valuation increase (decrease)	(9,262,134)	(15,919,112)
5. Total gain (loss) on disposals	13,614	14,620,244
6. Deduct consideration for bonds and stocks disposed of	51,446,757	204,838,480
7. Deduct amortization of premium	1,283,087	2,599,328
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	650,234,405	666,191,653
11. Deduct total nonadmitted amounts	483,983	460,864
12. Statement value at end of current period (Line 10 minus Line 11)	649,750,422	665,730,789

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	395,972,084	50,141,003	56,384,069	758,629	395,972,084	390,487,646	0	397,046,523
2. NAIC 2 (a)	54,486,259	1,495,152	254,354	(752,727)	54,486,259	54,974,330	0	52,863,105
3. NAIC 3 (a)	4,118,877	0	487,881	(588,960)	4,118,877	3,042,037	0	3,620,197
4. NAIC 4 (a)	0				0	0		0
5. NAIC 5 (a)	245,918	0	7,960	(574)	245,918	237,383	0	255,195
6. NAIC 6 (a)	0				0	0		0
7. Total Bonds	454,823,138	51,636,155	57,134,265	(583,632)	454,823,138	448,741,396	0	453,785,020
PREFERRED STOCK								
8. NAIC 1	0				0	0		0
9. NAIC 2	0				0	0		0
10. NAIC 3	0				0	0		0
11. NAIC 4	0				0	0		0
12. NAIC 5	0				0	0		0
13. NAIC 6	0				0	0		0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	454,823,138	51,636,155	57,134,265	(583,632)	454,823,138	448,741,396	0	453,785,020

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$132,763 ; NAIC 2 \$0 ; NAIC 3 \$0 ;
NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	7,429,419	xxx	7,429,419	6	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,673,595	34,657,558
2. Cost of short-term investments acquired	60,123,746	144,609,699
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	54,367,923	177,593,662
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	7,429,419	1,673,595
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	7,429,419	1,673,595

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

Schedule E - Verification - Cash Equivalents

N O N E

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired and Additions Made

N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

N O N E

STATEMENT AS OF JUNE 30, 2015 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

CUSIP Identification	Name or Description	Location		Name of Vendor or General Partner	NAIC Designation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
		City	State									
000000-00-0	Tower Square Capital Partners IV-A, L.P.	Springfield	MA.....	Babson Capital Management, LLC.	P5A.....	.05/08/2014.....	2.....		743,031.....		10,756,831.....	3.594.....
1999999. Joint Venture Interests - Fixed Income - Unaffiliated								0	743,031	0	10,756,831	XXX
000000-00-0	Principal Real Estate Debt Fund, LP	Des Moines	IA.....	Principal Real Estate Investors .....	.0000000.....	.05/07/2014.....	2.....		970,863.....		8,063,099.....	2.748.....
1999999. Joint Venture Interests - Mortgage Loans - Unaffiliated								0	970,863	0	8,063,099	XXX
000000-00-0	Carewell Urgent Care	Quincy	MA.....	Urgent Care Centers of New England, Inc. ....	.0000000.....	.05/28/2015.....	1.....	5,000,000.....	0.....	0.....	0.....	8.000.....
2199999. Joint Venture Interests - Other - Unaffiliated								5,000,000	0	0	0	XXX
4499999. Total - Unaffiliated								5,000,000	1,713,894	0	18,819,930	XXX
4599999. Total - Affiliated								0	0	0	0	XXX
4699999 - Totals								5,000,000	1,713,894	0	18,819,930	XXX

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter.

[illegible]

STATEMENT AS OF JUNE 30, 2015 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
3136AN-SN-8	CMO/RMBS - FNR 2015-29 PA		.04/21/2015	BNY/MIZUHO SECURITIES USA INC		3,138,750	3,000,000	7,250	1
3136AN-WF-3	CMO/RMBS - FNR 2015-27 HA		.04/16/2015	BARCLAYS CAP LONDON		3,140,625	3,000,000	7,250	1
3199999. Subtotal - Bonds - U.S. Special Revenues						6,279,375	6,000,000	14,500	XXX
00287Y-AT-6	ABBVIE INC		.05/05/2015	Morgan Stanley		1,145,285	1,150,000	.0	2FE
053332-AS-1	AUTOZONE INC		.04/20/2015	US BANCORP INVESTMENTS INC.		349,867	350,000	.0	2FE
166754-AM-3	CHEVRON PHILLIPS CHEM CO		.05/07/2015	Mizuho Securities		279,910	280,000	.0	1FE
219350-BA-2	CORNING INC		.05/05/2015	Capital One Bank		549,489	550,000	.0	1FE
22546Q-AV-9	CREDIT SUISSE NEW YORK	R	.04/24/2015	Credit Suisse First Boston		998,900	1,000,000	.0	1FE
233851-BV-5	DAIMLER FINANCE NA LLC	R	.05/11/2015	CITIGROUP GLOBAL MARKETS INC.		998,040	1,000,000	.0	1FE
254683-BP-9	ABS - DCENT 2015-A2 A		.04/22/2015	BARCLAYS CAPITAL INC		659,800	660,000	.0	1FE
380881-CP-5	ABS - GCCT 2015-2A A	A	.04/22/2015	Dain Rauscher		999,836	1,000,000	.0	1FE
73329B-AE-6	ABS - PILOT 2015-1 A3		.05/13/2015	BARCLAYS CAPITAL INC		709,880	710,000	.0	1FE
87165L-AK-7	ABS - SYNCT 2015-2 A		.05/05/2015	Dain Rauscher		2,849,462	2,850,000	.0	1FE
98956P-AK-8	ZIMMER HOLDINGS INC		.04/23/2015	COWEN AND COMPANY, LLC		254,383	250,000	731	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						9,794,852	9,800,000	731	XXX
8399997. Total - Bonds - Part 3						16,074,227	15,800,000	15,231	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						16,074,227	15,800,000	15,231	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
999FHL-BB-0	FEDERAL HOME LOAN BANK OF BOSTON		.05/22/2015	FEDERAL HOME LOAN BANK OF BOSTON	6,598,000	659,800	.0	0	U
Massachusetts Total						659,800	XXX	0	XXX
United States Total						659,800	XXX	0	XXX
9099999. Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						659,800	XXX	0	XXX
000000-00-0	HPHC Holding Corporation		.05/21/2015	Direct		1,796,595	.0	.0	
9199999. Subtotal - Common Stocks - Parent, Subsidiaries and Affiliates						1,796,595	XXX	0	XXX
921943-88-2	VANGUARD DEV MKT INDX-INST		.06/25/2015	Unknown	16,361,552	215,645	.0	.0	L
922040-10-0	VANGUARD INST INDEX-INST		.06/19/2015	Unknown	2,494,379	480,592	.0	.0	L
9299999. Subtotal - Common Stocks - Mutual Funds						696,237	XXX	0	XXX
99Z490-47-8	Bank of America Temporary Overnight Depo		.06/01/2015	VARIOUS	(5,610,437.870)	(5,610,438)	.0	.0	
9399999. Subtotal - Common Stocks - Money Market Mutual Funds						(5,610,438)	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						(2,457,806)	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						(2,457,806)	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						(2,457,806)	XXX	0	XXX
9999999 - Totals						13,616,421	XXX	15,231	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF JUNE 30, 2015 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-ign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
36225A-VP-2	RMBS - GN 780622		06/15/2015	Direct		379	379	394	390	.0	(11)	.0	(11)	.0	379	.0	.0	.0	13	08/15/2027	1
36225B-CS-5	RMBS - GN 780992		06/15/2015	Direct		674	674	699	693	.0	(18)	.0	(18)	.0	674	.0	.0	.0	23	12/15/2028	1
36225B-TZ-1	RMBS - GN 781468		06/15/2015	Direct		969	969	1,007	1,007	.0	(39)	.0	(39)	.0	969	.0	.0	.0	27	07/15/2032	1
36290R-X2-4	RMBS - GN 615497		06/15/2015	Direct		409	409	397	398	.0	10	.0	10	.0	409	.0	.0	.0	9	08/15/2033	1
36290S-GG-1	RMBS - G2 616571		06/22/2015	Direct		22,921	22,921	24,062	23,914	.0	(993)	.0	(993)	.0	22,921	.0	.0	.0	609	08/20/2034	1
36291L-RS-6	RMBS - GN 631497		06/15/2015	Direct		1,269	1,269	1,269	1,269	.0	.0	.0	.0	.0	1,269	.0	.0	.0	34	06/15/2034	1
36295W-D4-6	RMBS - GN 682423		06/15/2015	Direct		19,412	19,412	19,646	19,634	.0	(222)	.0	(222)	.0	19,412	.0	.0	.0	393	05/15/2038	1
36297B-RT-0	RMBS - GN 707098		06/15/2015	Direct		405	405	417	416	.0	(11)	.0	(11)	.0	405	.0	.0	.0	9	01/15/2039	1
38374F-RM-8	CMO/RMBS - GNR 2004-11 QE		06/16/2015	Direct		80,130	80,130	81,257	80,066	.0	65	.0	65	.0	80,130	.0	.0	.0	1,680	12/16/2032	1
38374M-DX-4	CMO/RMBS - GNR 2005-75 DA		06/16/2015	Direct		50,312	50,312	54,903	53,495	.0	(3,183)	.0	(3,183)	.0	50,312	.0	.0	.0	1,063	07/16/2034	1
38376T-DL-3	CMO/RMBS - GNR 2010-2 JH		06/22/2015	Direct		108,926	108,926	118,185	111,783	.0	(2,857)	.0	(2,857)	.0	108,926	.0	.0	.0	2,249	06/20/2037	1
38376T-XC-1	CMO/RMBS - GNR 2010-1 VG		06/22/2015	Direct		43,295	43,295	47,625	45,703	.0	(2,408)	.0	(2,408)	.0	43,295	.0	.0	.0	812	05/20/2021	1
38376W-ZC-2	CMO/RMBS - GNR 2010-15 VA		06/22/2015	Direct		79,811	79,811	87,655	82,821	.0	(3,010)	.0	(3,010)	.0	79,811	.0	.0	.0	1,497	07/20/2021	1
62888X-AC-8	CMBS - NGN 2010-C1 APT		06/29/2015	VARIOUS		41,383	41,383	41,301	41,347	.0	36	.0	36	.0	41,383	.0	.0	.0	432	10/29/2020	1FE
831641-EC-5	ABS - SBIC 2006-P10B 1		05/11/2015	Direct		28,976	28,976	28,976	28,976	.0	.0	.0	.0	.0	28,976	.0	.0	.0	816	08/10/2016	1
831641-EF-8	ABS - SBIC 2007-P10A 1		05/11/2015	Direct		9,721	9,721	9,721	9,721	.0	.0	.0	.0	.0	9,721	.0	.0	.0	263	02/10/2017	1
0599999. Subtotal - Bonds - U.S. Governments						488,991	488,991	517,518	501,633	0	(12,642)	0	(12,642)	0	488,991	0	0	0	9,929	XXX	XXX
50047J-AD-0	KOMMUNALBANKEN AS	R	05/05/2015	Maturity		1,560,000	1,560,000	1,551,202	1,559,286	.0	714	.0	714	.0	1,560,000	.0	.0	.0	21,450	05/05/2015	1FE
1099999. Subtotal - Bonds - All Other Governments						1,560,000	1,560,000	1,551,202	1,559,286	0	714	0	714	0	1,560,000	0	0	0	21,450	XXX	XXX
31287Y-AZ-7	RMBS - FG C70924		06/15/2015	Direct		1,020	1,020	1,054	1,043	.0	(23)	.0	(23)	.0	1,020	.0	.0	.0	28	09/01/2032	1
3128H3-AM-0	RMBS - FG E96228		06/15/2015	Direct		6,557	6,557	6,571	6,555	.0	2	.0	2	.0	6,557	.0	.0	.0	138	05/01/2018	1
3128K6-4Q-0	RMBS - FG A46231		06/15/2015	Direct		2,613	2,613	2,611	2,610	.0	2	.0	2	.0	2,613	.0	.0	.0	51	07/01/2015	1
3128K7-HL-5	RMBS - FG A46535		06/15/2015	Direct		1,849	1,849	1,744	1,750	.0	99	.0	99	.0	1,849	.0	.0	.0	32	08/01/2035	1
3128LX-CR-9	RMBS - FG G01880		06/15/2015	Direct		73,520	73,520	78,655	78,431	.0	(4,911)	.0	(4,911)	.0	73,520	.0	.0	.0	1,579	08/01/2035	1
3128LX-FW-5	RMBS - FG G01981		06/15/2015	Direct		12,945	12,945	12,235	12,281	.0	664	.0	664	.0	12,945	.0	.0	.0	267	12/01/2035	1
3128M6-G9-3	RMBS - FG G04424		06/15/2015	Direct		3,411	3,411	3,402	3,402	.0	9	.0	9	.0	3,411	.0	.0	.0	86	06/01/2038	1
3128M6-RG-5	RMBS - FG G04687		06/15/2015	Direct		9,502	9,502	9,581	9,577	.0	(75)	.0	(75)	.0	9,502	.0	.0	.0	236	09/01/2038	1
3128MC-EQ-4	RMBS - FG G13543		06/15/2015	Direct		12,763	12,763	13,324	13,100	.0	(337)	.0	(337)	.0	12,763	.0	.0	.0	276	12/01/2019	1
3128MJ-CT-5	RMBS - FG G08081		06/15/2015	Direct		6,785	6,785	6,920	6,912	.0	(127)	.0	(127)	.0	6,785	.0	.0	.0	183	09/01/2035	1
312911-GW-4	CMO/RMBS - FHR 1343 LA		06/15/2015	Direct		5,698	5,698	6,066	5,929	.0	(230)	.0	(230)	.0	5,698	.0	.0	.0	199	08/15/2022	1
312927-OZ-2	RMBS - FG A81372		06/15/2015	Direct		6,602	6,602	6,586	6,586	.0	16	.0	16	.0	6,602	.0	.0	.0	182	08/01/2038	1
31292H-ZE-3	RMBS - FG G01673		06/15/2015	Direct		2,224	2,224	2,222	2,222	.0	2	.0	2	.0	2,224	.0	.0	.0	44	11/01/2033	1
31292H-YT-5	RMBS - FG G01622		06/15/2015	Direct		9,251	9,251	8,927	8,955	.0	295	.0	295	.0	9,251	.0	.0	.0	192	09/01/2033	1
31292J-BG-4	RMBS - FG G01839		06/15/2015	Direct		3,138	3,138	3,004	3,015	.0	123	.0	123	.0	3,138	.0	.0	.0	64	05/01/2034	1
31294K-ZM-0	RMBS - FG E01648		06/15/2015	Direct		17,220	17,220	17,538	17,339	.0	(119)	.0	(119)	.0	17,220	.0	.0	.0	398	05/01/2019	1
312967-GW-7	RMBS - FG B15385		06/15/2015	Direct		4,611	4,611	4,599	4,600	.0	11	.0	11	.0	4,611	.0	.0	.0	84	06/01/2019	1
31296J-WJ-1	RMBS - FG A10649		06/15/2015	Direct		11,853	11,853	11,788	11,793	.0	60	.0	60	.0	11,853	.0	.0	.0	241	06/01/2033	1
31296Q-NM-8	RMBS - FG A15796		06/15/2015	Direct		75	75	78	77	.0	(2)	.0	(2)	.0	75	.0	.0	.0	2	11/01/2033	1
31296S-M2-9	RMBS - FG A17577		06/15/2015	Direct		1,369	1,369	1,398	1,395	.0	(26)	.0	(26)	.0	1,369	.0	.0	.0	31	01/01/2034	1
31296W-SK-9	RMBS - FG A20850		06/15/2015	Direct		801	801	793	794	.0	7	.0	7	.0	801	.0	.0	.0	19	04/01/2034	1
31296X-QL-2	RMBS - FG A21359		06/15/2015	Direct		3,248	3,248	3,306	3,299	.0	(51)	.0	(51)	.0	3,248	.0	.0	.0	76	04/01/2034	1
312970-DB-9	RMBS - FG B17298		06/15/2015	Direct		3,326	3,326	3,381	3,348	.0	(22)	.0	(22)	.0	3,326	.0	.0	.0	68	11/01/2019	1
31297M-H5-0	RMBS - FG A32052		06/15/2015	Direct		2,033	2,033	2,052	2,050	.0	(16)	.0	(16)	.0	2,033	.0	.0	.0	47	04/01/2035	1
31297T-4H-3	RMBS - FG A38024		06/15/2015	Direct		11,050	11,050	10,666	10,687	.0	363	.0	363	.0	11,050	.0	.0	.0	242	10/01/2035	1
31297U-VC-1	RMBS - FG A38711		06/15/2015	Direct		43,802	43,802	42,782	42,855	.0	947	.0	947	.0	43,802	.0	.0	.0	931	02/01/2035	1
31329F-UJ-4	RMBS - FG G02385		06/15/2015	Direct		358,799	358,799	378,533	378,092	.0	(19,294)	.0	(19,294)	.0	358,799	.0	.0	.0	6,913	07/01/2041	1
31335H-T6-0	RMBS - FG G90573		06/15/2015	Direct		16,067	16,067	16,825	16,526	.0	(460)	.0	(460)	.0	16,067	.0	.0	.0	464	08/01/2022	1
31339N-4R-4	CMO/RMBS - FHR 2406 KE		06/15/2015	Direct		15,611	15,611	15,772	15,606	.0	5	.0	5	.0	15,611	.0	.0	.0	387	01/15/2017	1
31368H-LV-3	RMBS - FN 190340		06/25/2015	Direct		31,618	31,618	30,077	30,172	.0	1,447	.0	1,447	.0	31,618	.0	.0	.0	664	09/01/2033	1
31368H-MB-6	RMBS - FN 190354		06/25/2015	Direct		35,098	35,098	34,248	34,287	.0	811	.0	811	.0	35,098	.0	.0	.0	812	12/01/2034	1
3136A1-JY-2	CMO/RMBS - FNR 2011-99 AV		06/25/2015	Direct		101,934	101,934	110,025	107,005	.0	(5,071)	.0	(5,071)	.0	101,934	.0	.0	.0	1,700	08/25/2034	1
3136A2-SJ-8	CMO/RMBS - FNR 2011-141 JA		06/25/2015	Direct		28,410	28,410	31,118	30,462	.0	(2,052)	.0	(2,052)	.0	28,410	.0	.0	.0	531	11/25/2039	1
3136A2-L6-8	CMO/RMBS - FNR 2011-124 JP		06/25/2015	Direct		66,927	66,927	72,914	72,013	.0	(5,086)	.0	(5,086)	.0	66,927	.0	.0	.0	1,250	02/25/2041	1
3136A2-OP-1	CMO/RMBS - FNR 2011-132 PA		06/25/2015	Direct		377,632	377,632	408,255	400,355	.0	(22,723)	.0	(22,723)	.0	377,632	.0	.0	.0	7,261	08/25/2039	1
3136A3-ED-9	CMO/RMBS - FNR 2011-143 PA		06/25/2015	Direct		131,376	131,376	143,328	139,867	.0	(8,491)	.0	(8,491)	.0	131,376	.0	.0	.0	2,461	02/25/2038	1
3136A3-QK-0	CMO/RMBS - FNR 2011-135 PK		06/25/2015	Direct		26,351	26,351	28,744	28,087	.0	(1,736)	.0	(1,736)	.0	26,351	.0	.0	.0	494	05/25/2040	1
3136A4-X4-6	CMO/RMBS - FNR 2012-32 CD		06/25/2015	Direct		121,176	121,176	132,839	130,842	.0	(9,666)	.0	(9,666)	.0	121,176	.0	.0	.0	1,919	10/25/2041	1

STATEMENT AS OF JUNE 30, 2015 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity	NAIC Desig-nation or Market In-dicator (a)
3136A6-TC-8	CMO/RMBS - FNR 2012-63 MA		06/25/2015	Direct		99,860	99,860	108,972	107,365	.0	(7,506)	.0	(7,506)	.0	99,860	.0	.0	.0	1,681	06/25/2040	1
3136A8-PS-3	CMO/RMBS - FNR 2012-100 TL		06/25/2015	Direct		76,307	76,307	84,784	82,937	.0	(6,630)	.0	(6,630)	.0	76,307	.0	.0	.0	1,270	04/25/2042	1
3136A8-S6-8	CMO/RMBS - FNR 2012-113 AP		06/25/2015	Direct		70,737	70,737	78,286	76,789	.0	(6,051)	.0	(6,051)	.0	70,737	.0	.0	.0	1,143	07/25/2041	1
3136A8-Z5-2	CMO/RMBS - FNR 2012-113 HA		06/25/2015	Direct		87,776	87,776	93,729	92,533	.0	(4,757)	.0	(4,757)	.0	87,776	.0	.0	.0	1,083	06/25/2041	1
3136AB-H3-0	CMO/RMBS - FNR 2013-5 MP		06/25/2015	Direct		130,187	130,187	141,985	140,058	.0	(9,871)	.0	(9,871)	.0	130,187	.0	.0	.0	1,852	02/25/2043	1
3136AB-JH-7	CMO/RMBS - FNR 2012-144 PD		06/25/2015	Direct		163,752	163,752	179,308	176,844	.0	(13,092)	.0	(13,092)	.0	163,752	.0	.0	.0	2,363	04/25/2042	1
3136AC-F9-7	CMO/RMBS - FNR 2013-13 MA		06/25/2015	Direct		55,776	55,776	61,589	60,517	.0	(4,742)	.0	(4,742)	.0	55,776	.0	.0	.0	928	01/25/2043	1
3136AD-HB-8	CMO/RMBS - FNR 2013-31 GK		06/25/2015	Direct		116,181	116,181	122,980	122,072	.0	(5,890)	.0	(5,890)	.0	116,181	.0	.0	.0	1,655	07/25/2038	1
3136AD-K6-5	CMO/RMBS - FNR 2013-40 DK		06/25/2015	Direct		81,870	81,870	86,610	85,874	.0	(4,004)	.0	(4,004)	.0	81,870	.0	.0	.0	1,189	06/25/2037	1
3136AD-LC-1	CMO/RMBS - FNR 2013-29 JA		06/25/2015	Direct		126,135	126,135	135,507	134,021	.0	(7,885)	.0	(7,885)	.0	126,135	.0	.0	.0	1,837	01/25/2043	1
3136AE-2C-0	CMO/RMBS - FNR 2013-70 LA		06/25/2015	Direct		187,312	187,312	197,438	195,925	.0	(8,613)	.0	(8,613)	.0	187,312	.0	.0	.0	2,665	10/25/2037	1
3136AF-CX-0	CMO/RMBS - FNR 2013-72 LY		06/25/2015	Direct		108,150	108,150	114,639	113,949	.0	(5,799)	.0	(5,799)	.0	108,150	.0	.0	.0	1,517	08/25/2041	1
3136AF-SP-0	CMO/RMBS - FNR 2013-73 BA		06/25/2015	Direct		236,774	236,774	249,704	247,637	.0	(10,863)	.0	(10,863)	.0	236,774	.0	.0	.0	3,475	10/25/2037	1
3136AF-TV-6	CMO/RMBS - FNR 2013-73 TK		06/25/2015	Direct		113,159	113,159	119,807	119,290	.0	(6,132)	.0	(6,132)	.0	113,159	.0	.0	.0	1,649	09/25/2042	1
3136AJ-H2-5	CMO/RMBS - FNR 2014-26 BD		06/25/2015	Direct		92,053	92,053	96,483	.0	.0	(4,430)	.0	(4,430)	.0	92,053	.0	.0	.0	807	11/25/2042	1
3136AK-MJ-9	CMO/RMBS - FNR 2014-40 EP		06/25/2015	Direct		79,765	79,765	83,977	83,838	.0	(4,073)	.0	(4,073)	.0	79,765	.0	.0	.0	1,169	10/25/2042	1
3136AN-SN-8	CMO/RMBS - FNR 2015-29 PA		06/25/2015	Direct		15,779	15,779	16,509	.0	.0	(730)	.0	(730)	.0	15,779	.0	.0	.0	60	09/25/2043	1
3136AN-WE-3	CMO/RMBS - FNR 2015-27 HA		06/25/2015	Direct		29,871	29,871	31,271	.0	.0	(1,400)	.0	(1,400)	.0	29,871	.0	.0	.0	113	03/25/2044	1
31371K-LJ-8	RMBS - FN 254229		06/25/2015	Direct		1,333	1,333	1,381	1,360	.0	(27)	.0	(27)	.0	1,333	.0	.0	.0	37	02/01/2022	1
31371K-R3-7	RMBS - FN 254406		06/25/2015	Direct		2,306	2,306	2,378	2,371	.0	(65)	.0	(65)	.0	2,306	.0	.0	.0	61	08/01/2032	1
31371L-6D-6	RMBS - FN 255668		06/25/2015	Direct		43,380	43,380	44,051	43,841	.0	(462)	.0	(462)	.0	43,380	.0	.0	.0	961	03/01/2025	1
31371L-QX-0	RMBS - FN 255270		06/25/2015	Direct		18,389	18,389	17,955	18,047	.0	342	.0	342	.0	18,389	.0	.0	.0	348	06/01/2024	1
31371L-SJ-9	RMBS - FN 255321		06/25/2015	Direct		27,859	27,859	28,269	28,144	.0	(285)	.0	(285)	.0	27,859	.0	.0	.0	653	07/01/2024	1
31371L-XW-4	RMBS - FN 255493		06/25/2015	Direct		7,788	7,788	7,973	7,917	.0	(129)	.0	(129)	.0	7,788	.0	.0	.0	176	11/01/2024	1
31371M-AN-7	RMBS - FN 255713		06/25/2015	Direct		16,134	16,134	15,754	15,815	.0	319	.0	319	.0	16,134	.0	.0	.0	298	04/01/2025	1
31371M-MM-6	RMBS - FN 256064		06/25/2015	Direct		18,019	18,019	17,969	17,966	.0	53	.0	53	.0	18,019	.0	.0	.0	420	01/01/2026	1
3137A0-LE-3	CMO/RMBS - FHR 3695 WA		06/15/2015	Direct		57,969	57,969	61,374	58,448	.0	(479)	.0	(479)	.0	57,969	.0	.0	.0	1,005	09/15/2035	1
3137A5-NV-6	CMO/RMBS - FHR 3795 VA		06/15/2015	Direct		63,417	63,417	66,211	64,716	.0	(1,299)	.0	(1,299)	.0	63,417	.0	.0	.0	1,057	03/15/2022	1
3137AB-MQ-1	CMO/RMBS - FHR 3880 GA		06/15/2015	Direct		121,940	121,940	131,352	129,358	.0	(7,418)	.0	(7,418)	.0	121,940	.0	.0	.0	2,040	12/15/2040	1
3137AH-AH-1	CMO/RMBS - FHR 3965 GA		06/15/2015	Direct		80,081	80,081	87,933	85,740	.0	(5,659)	.0	(5,659)	.0	80,081	.0	.0	.0	1,500	01/15/2040	1
3137AH-GR-3	CMO/RMBS - FHR 3959 MA		06/15/2015	Direct		124,909	124,909	139,586	137,822	.0	(12,913)	.0	(12,913)	.0	124,909	.0	.0	.0	2,355	11/15/2041	1
3137AK-BG-5	CMO/RMBS - FHR 3986 MI		06/15/2015	Direct		52,275	52,275	57,437	56,198	.0	(3,923)	.0	(3,923)	.0	52,275	.0	.0	.0	977	09/15/2041	1
3137AS-CD-4	CMO/RMBS - FHR 4077 MP		06/15/2015	Direct		89,631	89,631	96,074	95,486	.0	(5,855)	.0	(5,855)	.0	89,631	.0	.0	.0	1,492	08/15/2040	1
3137AT-EW-8	CMO/RMBS - FHR 4091 KC		06/15/2015	Direct		267,622	267,622	284,014	281,986	.0	(14,364)	.0	(14,364)	.0	267,622	.0	.0	.0	3,368	08/15/2040	1
3137AX-GN-7	CMO/RMBS - FHR 4146 PL		06/15/2015	Direct		56,665	56,665	62,048	61,074	.0	(4,409)	.0	(4,409)	.0	56,665	.0	.0	.0	824	12/15/2041	1
3137AX-YS-7	CMO/RMBS - FHR 4159 LA		06/15/2015	Direct		52,744	52,744	57,581	57,008	.0	(4,264)	.0	(4,264)	.0	52,744	.0	.0	.0	757	02/15/2040	1
3137AY-HJ-8	CMO/RMBS - FHR 4162 P		06/15/2015	Direct		237,505	237,505	254,130	251,056	.0	(13,551)	.0	(13,551)	.0	237,505	.0	.0	.0	2,974	02/15/2033	1
3137B0-PJ-7	CMO/RMBS - FHR 4176 HA		06/15/2015	Direct		128,323	128,323	141,577	139,191	.0	(10,867)	.0	(10,867)	.0	128,323	.0	.0	.0	2,119	12/15/2042	1
3137B3-BG-2	CMO/RMBS - FHR 4234 GA		06/15/2015	Direct		98,009	98,009	103,583	102,607	.0	(4,598)	.0	(4,598)	.0	98,009	.0	.0	.0	1,649	08/15/2039	1
3137G4-PH-4	CMO/RMBS - FHR 3740 AB		06/15/2015	Direct		298,892	298,892	318,133	318,112	.0	(19,220)	.0	(19,220)	.0	298,892	.0	.0	.0	5,188	11/15/2038	1
31385W-X7-9	RMBS - FN 555202		06/25/2015	Direct		1,993	1,993	2,064	2,053	.0	(60)	.0	(60)	.0	1,993	.0	.0	.0	53	01/01/2033	1
31385X-EC-7	RMBS - FN 555531		06/25/2015	Direct		26,591	26,591	26,491	26,491	.0	100	.0	100	.0	26,591	.0	.0	.0	604	06/01/2033	1
31385X-O9-1	RMBS - FN 555880		06/25/2015	Direct		21,376	21,376	21,252	21,255	.0	120	.0	120	.0	21,376	.0	.0	.0	490	11/01/2033	1
3138E9-KC-3	RMBS - FN AK4790		06/25/2015	Direct		188,812	188,812	202,029	200,505	.0											

STATEMENT AS OF JUNE 30, 2015 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-ign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog-nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
31394N-MW-5	CMO/RMBS - FHR 2727 PE		06/15/2015	Direct		135,399	135,399	132,500	134,962	.0	.437	.0	.437	.0	135,399	.0	.0	.0	2,520	07/15/2032	1
31395F-EF-7	CMO/RMBS - FHR 2836 YD		06/15/2015	Direct		70,677	70,677	68,469	70,438	.0	.240	.0	.240	.0	70,677	.0	.0	.0	1,481	02/15/2033	1
31395G-R2-0	CMO/RMBS - FHR 2872 GD		05/15/2015	Direct		105,107	105,107	113,582	105,564	.0	(456)	.0	(456)	.0	105,107	.0	.0	.0	1,974	05/15/2033	1
31395V-R2-7	CMO/RMBS - FHR 2986 EB		06/15/2015	Direct		74,693	74,693	72,496	74,166	.0	527	.0	527	.0	74,693	.0	.0	.0	1,552	07/15/2034	1
31396H-YM-5	CMO/RMBS - FHR 3116 PD		06/15/2015	Direct		94,919	94,919	101,623	96,098	.0	(1,179)	.0	(1,179)	.0	94,919	.0	.0	.0	2,046	10/15/2034	1
31396J-2L-8	CMO/RMBS - FHR 3127 CY		06/15/2015	Direct		16,697	16,697	16,284	16,513	.0	.184	.0	.184	.0	16,697	.0	.0	.0	382	03/15/2026	1
313970-4A-3	CMO/RMBS - FNR 2010-149 L		06/25/2015	Direct		142,494	142,494	152,113	148,976	.0	(6,481)	.0	(6,481)	.0	142,494	.0	.0	.0	2,654	04/25/2038	1
31398P-Y4-5	CMO/RMBS - FNR 2010-39 PA		06/25/2015	Direct		93,976	93,976	100,275	95,888	.0	(1,912)	.0	(1,912)	.0	93,976	.0	.0	.0	1,953	06/25/2038	1
31398R-2D-6	CMO/RMBS - FNR 2010-80 AD		06/25/2015	Direct		173,482	173,482	190,830	187,443	.0	(13,962)	.0	(13,962)	.0	173,482	.0	.0	.0	3,750	03/25/2039	1
31400S-SD-2	RMBS - FN 696316		06/25/2015	Direct		29,309	29,309	29,117	29,121	.0	.188	.0	.188	.0	29,309	.0	.0	.0	581	03/01/2033	1
31401A-L6-2	RMBS - FN 702449		06/25/2015	Direct		4,918	4,918	5,070	5,054	.0	(136)	.0	(136)	.0	4,918	.0	.0	.0	102	06/01/2033	1
31401A-MG-9	RMBS - FN 702459		06/25/2015	Direct		70,870	70,870	70,428	70,442	.0	.428	.0	.428	.0	70,870	.0	.0	.0	1,650	06/01/2033	1
31401H-3M-2	RMBS - FN 709204		06/25/2015	Direct		1,699	1,699	1,740	1,736	.0	(36)	.0	(36)	.0	1,699	.0	.0	.0	33	07/01/2033	1
31401W-G6-0	RMBS - FN 720321		06/25/2015	Direct		4,909	4,909	4,992	4,937	.0	(28)	.0	(28)	.0	4,909	.0	.0	.0	92	07/01/2018	1
31402C-4J-8	RMBS - FN 725425		06/25/2015	Direct		11,808	11,808	11,812	11,809	.0	(1)	.0	(1)	.0	11,808	.0	.0	.0	273	04/01/2034	1
31402C-PL-0	RMBS - FN 725027		06/25/2015	Direct		24,210	24,210	23,215	23,284	.0	.926	.0	.926	.0	24,210	.0	.0	.0	505	11/01/2033	1
31402C-U6-7	RMBS - FN 725205		06/25/2015	Direct		38,707	38,707	37,407	37,484	.0	1,223	.0	1,223	.0	38,707	.0	.0	.0	798	03/01/2034	1
31402C-VP-4	RMBS - FN 725222		06/25/2015	Direct		9,882	9,882	9,729	9,737	.0	.146	.0	.146	.0	9,882	.0	.0	.0	226	02/01/2034	1
31402D-QQ-6	RMBS - FN 725963		06/25/2015	Direct		908	908	927	920	.0	(12)	.0	(12)	.0	908	.0	.0	.0	23	10/01/2022	1
31402F-EG-6	RMBS - FN 727435		06/25/2015	Direct		2,093	2,093	2,092	2,089	.0	4	.0	4	.0	2,093	.0	.0	.0	40	07/01/2018	1
31402F-EJ-0	RMBS - FN 727437		06/25/2015	Direct		2,574	2,574	2,573	2,569	.0	.5	.0	.5	.0	2,574	.0	.0	.0	48	07/01/2018	1
31402M-LC-2	RMBS - FN 733023		06/25/2015	Direct		9,424	9,424	9,035	9,206	.0	.218	.0	.218	.0	9,424	.0	.0	.0	179	08/01/2018	1
31402Q-GT-3	RMBS - FN 735382		06/25/2015	Direct		52,109	52,109	55,146	55,034	.0	(2,925)	.0	(2,925)	.0	52,109	.0	.0	.0	1,081	04/01/2035	1
31402Q-WA-5	RMBS - FN 735141		06/25/2015	Direct		13,203	13,203	13,090	13,094	.0	.109	.0	.109	.0	13,203	.0	.0	.0	299	01/01/2035	1
31402Q-Y3-9	RMBS - FN 735230		06/25/2015	Direct		12,419	12,419	12,406	12,404	.0	.15	.0	.15	.0	12,419	.0	.0	.0	289	02/01/2035	1
31402R-FU-8	RMBS - FN 735579		06/25/2015	Direct		126,315	126,315	133,677	133,418	.0	(7,103)	.0	(7,103)	.0	126,315	.0	.0	.0	2,619	06/01/2035	1
31403B-VY-6	RMBS - FN 744131		06/25/2015	Direct		8,617	8,617	8,982	8,883	.0	(266)	.0	(266)	.0	8,617	.0	.0	.0	206	12/01/2024	1
31403C-6L-0	RMBS - FN 745275		06/25/2015	Direct		3,402	3,402	3,288	3,294	.0	.108	.0	.108	.0	3,402	.0	.0	.0	70	02/01/2036	1
31403C-KZ-9	RMBS - FN 745096		06/25/2015	Direct		26,492	26,492	26,392	26,392	.0	.99	.0	.99	.0	26,492	.0	.0	.0	599	11/01/2034	1
31403D-BD-0	RMBS - FN 745336		06/25/2015	Direct		96,862	96,862	104,141	103,831	.0	(6,969)	.0	(6,969)	.0	96,862	.0	.0	.0	1,990	03/01/2036	1
31403H-J5-0	RMBS - FN 749184		06/25/2015	Direct		1,048	1,048	1,080	1,076	.0	(29)	.0	(29)	.0	1,048	.0	.0	.0	26	10/01/2033	1
31403K-JW-4	RMBS - FN 750977		06/25/2015	Direct		3,451	3,451	3,331	3,340	.0	.111	.0	.111	.0	3,451	.0	.0	.0	66	11/01/2033	1
31403R-PE-2	RMBS - FN 755621		06/25/2015	Direct		747	747	762	761	.0	(13)	.0	(13)	.0	747	.0	.0	.0	17	01/01/2034	1
31404B-QV-7	RMBS - FN 763768		06/25/2015	Direct		4,777	4,777	4,889	4,874	.0	(96)	.0	(96)	.0	4,777	.0	.0	.0	129	01/01/2034	1
31404H-6Q-7	RMBS - FN 769579		06/25/2015	Direct		3,004	3,004	2,969	2,971	.0	.33	.0	.33	.0	3,004	.0	.0	.0	73	04/01/2034	1
31404J-SC-0	RMBS - FN 770115		06/25/2015	Direct		746	746	748	747	.0	(1)	.0	(1)	.0	746	.0	.0	.0	15	03/01/2034	1
31404P-2L-4	RMBS - FN 774879		06/25/2015	Direct		27,078	27,078	26,645	26,668	.0	.410	.0	.410	.0	27,078	.0	.0	.0	584	04/01/2034	1
31404Q-WP-0	RMBS - FN 775654		06/25/2015	Direct		1,841	1,841	1,843	1,839	.0	.2	.0	.2	.0	1,841	.0	.0	.0	39	05/01/2019	1
31404X-SN-5	RMBS - FN 781825		06/25/2015	Direct		14,984	14,984	14,647	14,663	.0	.321	.0	.321	.0	14,984	.0	.0	.0	399	12/01/2034	1
31405C-L7-2	RMBS - FN 785250		06/25/2015	Direct		16,096	16,096	16,114	16,079	.0	.17	.0	.17	.0	16,096	.0	.0	.0	297	07/01/2019	1
31405P-NR-7	RMBS - FN 795200		06/25/2015	Direct		7,341	7,341	7,464	7,449	.0	(108)	.0	(108)	.0	7,341	.0	.0	.0	177	10/01/2034	1
31405Q-RE-0	RMBS - FN 796185		06/25/2015	Direct		2,573	2,573	2,602	2,599	.0	(25)	.0	(25)	.0	2,573	.0	.0	.0	56	11/01/2034	1
31405Q-UH-9	RMBS - FN 796284		06/25/2015	Direct		47,381	47,381	46,179	46,289	.0	1,092	.0	1,092	.0	47,381	.0	.0	.0	984	12/01/2034	1
31405Q-WF-1	RMBS - FN 796346		06/25/2015	Direct		34,185	34,185	33,352	33,394	.0	.791	.0	.791	.0	34,185	.0	.0	.0	628	10/01/2034	1
31405R-AM-8	RMBS - FN 796612		06/25/2015	Direct		1,429	1,429	1,456	1,454	.0	(25)	.0	(25)	.0	1,429	.0	.0	.0	38	10/01/2034	1
31405S-CP-7	RMBS - FN 797578		06/25/2015	Direct		1,936	1,936	1,923	1,923												

STATEMENT AS OF JUNE 30, 2015 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
31410P-WX-7	RMBS - FN 893582		06/25/2015	Direct		545	545	554	554	0	(9)	0	(9)	0	545	0	0	0	15	09/01/2036	1
31410W-M6-2	RMBS - FN 899581		06/25/2015	Direct		20,155	20,155	20,051	20,051	0	103	0	103	0	20,155	0	0	0	499	07/01/2037	1
31411B-BU-6	RMBS - FN 902851		06/25/2015	Direct		19,240	19,240	19,634	19,610	0	(371)	0	(371)	0	19,240	0	0	0	521	12/01/2036	1
31412A-E6-7	RMBS - FN 919157		06/25/2015	Direct		374	374	380	380	0	(6)	0	(6)	0	374	0	0	0	10	04/01/2037	1
31415B-JT-7	RMBS - FN 981874		06/25/2015	Direct		734	734	745	744	0	(10)	0	(10)	0	734	0	0	0	18	07/01/2038	1
31415R-UX-0	RMBS - FN 987198		06/25/2015	Direct		2,144	2,144	2,176	2,174	0	(30)	0	(30)	0	2,144	0	0	0	55	07/01/2038	1
31417C-HH-1	RMBS - FN AB5631		06/25/2015	Direct		72,057	72,057	77,180	76,602	0	(4,545)	0	(4,545)	0	72,057	0	0	0	885	07/01/2027	1
31417C-QJ-7	RMBS - FN AB5856		06/25/2015	Direct		135,205	135,205	144,712	143,452	0	(8,247)	0	(8,247)	0	135,205	0	0	0	1,687	08/01/2027	1
31418M-WR-9	RMBS - FN AD0655		06/25/2015	Direct		19,638	19,638	20,639	20,601	0	(962)	0	(962)	0	19,638	0	0	0	353	04/01/2037	1
3199999. Subtotal - Bonds - U.S. Special Revenues						8,890,753	8,890,753	9,382,709	9,147,544	0	(401,053)	0	(401,053)	0	8,890,753	0	0	0	153,623	XXX	XXX
02005Y-AF-3	ABS - ALLYA 2012-1 A4		06/15/2015	VARIOUS		589,934	589,934	589,781	589,917	0	.17	0	.17	0	589,934	0	0	0	3,088	07/15/2016	1FE
05948X-TL-5	CMO/RMBS - BOAMS 2003-H 3A1		06/25/2015	Direct		2,682	2,682	2,622	2,627	0	.54	0	.54	0	2,682	0	0	0	33	09/25/2033	1FM
059497-AX-5	CMBS - BACM 2007-1 A4		06/15/2015	Direct		102,722	102,722	101,462	102,337	0	385	0	385	0	102,722	0	0	0	2,508	01/15/2049	1FM
059511-AB-1	CMBS - BACM 2007-2 A2		06/10/2015	Direct		20,377	20,377	20,480	20,362	0	.15	0	.15	0	20,377	0	0	0	519	04/10/2049	1FM
07387B-EE-9	CMBS - BSCMS 2005-PW10 AJ		05/21/2015	Goldman Sachs		427,391	429,000	431,354	422,325	7,038	(50)	0	6,989	0	429,314	0	(1,922)	(1,922)	11,452	12/11/2040	3FM
07388N-AE-6	CMBS - BSCMS 2006-T24 A4		06/12/2015	Direct		66,174	66,174	71,574	67,259	0	(1,085)	0	(1,085)	0	66,174	0	0	0	1,318	10/12/2041	1FM
07388Y-AB-8	CMBS - BSCMS 2007-PW16 A2		04/13/2015	Direct		6,946	6,946	6,429	6,823	0	124	0	124	0	6,946	0	0	0	132	06/11/2040	1FM
07388Y-AD-4	CMBS - BSCMS 2007-PW16 AAB		06/12/2015	Direct		90,021	90,021	89,838	89,872	0	149	0	149	0	90,021	0	0	0	2,281	06/11/2040	1FM
126650-BP-4	CYS PASS-THROUGH TRUST		06/10/2015	Direct		4,563	4,563	4,563	4,563	0	.0	0	.0	0	4,563	0	0	0	115	12/10/2028	2FE
12667F-RY-3	CMO/RMBS - CIALT 2004-Z2CB 1A1		06/25/2015	Direct		5,903	5,903	6,083	6,033	0	(130)	0	(130)	0	5,903	0	0	0	143	10/25/2034	1FM
17307G-FQ-6	CMO/RMBS - CMLT1 2004-NCM1 1A2		06/25/2015	Direct		44,579	44,579	45,909	45,561	0	(982)	0	(982)	0	44,579	0	0	0	1,288	07/25/2034	3FM
17307G-GY-8	CMO/RMBS - CMLT1 2004-NCM2 1CB2		06/25/2015	Direct		2,443	2,443	2,519	2,508	0	(64)	0	(64)	0	2,443	0	0	0	66	08/25/2034	3FM
17310M-AD-2	CMBS - CGCMT 2006-C5 ASB		06/17/2015	Direct		469,980	469,980	472,319	469,004	0	977	0	977	0	469,980	0	0	0	11,846	10/15/2049	1FM
22540V-2X-9	CMO/RMBS - CSFB 2002-18 2A1		06/25/2015	VARIOUS		1,842	1,842	1,916	1,895	0	(54)	0	(54)	0	1,842	0	0	0	59	06/25/2032	2FM
22541S-V3-9	CMO/RMBS - CSFB 2004-8 2A1		06/25/2015	Direct		3,247	3,247	3,333	3,305	0	(58)	0	(58)	0	3,247	0	0	0	73	12/25/2034	3FM
233851-AN-4	DAIMLER FINANCE NA LLC	R	04/10/2015	Maturity		1,000,000	1,000,000	999,420	999,929	0	71	0	71	0	1,000,000	0	0	0	8,250	04/10/2015	1FE
294751-EY-4	RMBS - EQABS 2004-3 AV2		06/25/2015	VARIOUS		105	105	105	105	0	.0	0	.0	0	105	0	0	0	0	07/25/2034	1FM
38141G-GT-5	GOLDMAN SACHS GROUP INC		05/04/2015	Maturity		1,570,000	1,570,000	1,569,154	1,569,775	0	225	0	225	0	1,570,000	0	0	0	25,905	05/03/2015	1FE
55265K-Q2-8	CMO/RMBS - MASTR 2003-9 2A7		06/25/2015	Direct		8,559	8,559	8,581	8,577	0	(18)	0	(18)	0	8,559	0	0	0	213	10/25/2033	1FM
576434-NV-2	CMO/RMBS - MALT 2004-3 2A1		06/25/2015	Direct		11,886	11,886	12,445	12,291	0	(405)	0	(405)	0	11,886	0	0	0	330	04/25/2034	1FM
576434-PB-4	CMO/RMBS - MALT 2004-3 8A1		06/25/2015	VARIOUS		296	296	312	308	0	(12)	0	(12)	0	296	0	0	0	7	04/25/2034	1FM
576434-RH-9	CMO/RMBS - MALT 2004-5 3A1		06/01/2015	VARIOUS		1,281	1,281	1,336	1,322	0	(40)	0	(40)	0	1,281	0	0	0	34	06/25/2034	1FM
576434-RL-0	CMO/RMBS - MALT 2004-5 6A1		06/25/2015	VARIOUS		8,538	8,538	8,751	8,704	0	(166)	0	(166)	0	8,538	0	0	0	297	06/25/2034	1FM
59020U-NM-3	CMO/RMBS - MLCC 2004-1 1A		06/25/2015	VARIOUS		19,869	19,869	19,959	19,940	0	(71)	0	(71)	0	19,869	0	0	0	208	12/25/2034	1FM
617451-CR-8	CMBS - MSC 2006-T21 A4		06/12/2015	Direct		10,983	10,983	11,043	10,970	0	13	0	13	0	10,983	0	0	0	283	10/12/2052	1FM
61747Y-CE-3	MORGAN STANLEY		04/28/2015	Maturity		515,000	515,000	510,005	514,610	0	390	0	390	0	515,000	0	0	0	15,450	04/28/2015	1FE
62940Q-AA-3	NSG HOLDINGS LLC/NSG HLD		06/15/2015	Direct		2,515	2,516	2,445	2,461	0	54	0	54	0	2,516	0	(1)	(1)	97	12/15/2025	3FE
65538P-AD-0	CMO/RMBS - NAA 2007-1 1A3		06/25/2015	Direct		7,960	7,960	7,960	7,952	0	8	0	8	0	7,960	0	0	0	192	03/25/2047	5FM
66989H-AC-2	NOVARTIS CAPITAL CORP	R	04/24/2015	Maturity		2,000,000	2,000,000	1,990,440	1,999,271	0	729	0	729	0	2,000,000	0	0	0	29,000	04/24/2015	1FE
68403B-AE-5	RMBS - COMLT 2007-FXD2 2A4		06/25/2015	Direct		11,181	11,181	11,181	10,087	1,080	.14	0	1,094	0	11,181	0	0	0	180	03/25/2037	1FM
69361Y-AH-6	ABS - PEGTF 2001-1 A8		06/15/2015	Direct		110,895	110,895	127,747	112,232	0	(1,337)	0	(1,337)	0	110,895	0	0	0	3,820	12/15/2017	1FE
75970N-BD-8	RMBS - RAMC 2005-3 AF3		06/25/2015	VARIOUS		8,029	8,029	7,905	7,977	0	52	0	52	0	8,029	0	0	0	152	11/25/2035	1FM
759950-CT-3	RMBS - RAMC 2004-2 AF4		06/25/2015	Direct		14,304	14,304	14,261	14,256	0	48	0	48	0	14,304	0	0	0	279	07/25/2034	1FM
76110W-WG-7	RMBS - RASC 2004-KS2 A16		06/25/2015	Direct		24,705	24,705	24,701	24,661	0	44	0	44	0	24,705	0	0	0	437	03/25/2034	1FM

STATEMENT AS OF JUNE 30, 2015 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Design- ation or Market In- dicator (a)	
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
992490-47-8	Bank of America Temporary Overnight Depo		06/01/2015 ..	VARIOUS	(5,523,478.960)	(5,523,479)		(5,523,479)	0	0	0	0	0	0	(5,523,479)	0	0	0	0		6	
9399999. Subtotal - Common Stocks - Money Market Mutual Funds						(5,523,479)	XXX	(5,523,479)	0	0	0	0	0	0	(5,523,479)	0	0	0	0	6	XXX	XXX
9799997. Total - Common Stocks - Part 4						(5,523,479)	XXX	(5,523,479)	0	0	0	0	0	0	(5,523,479)	0	0	0	0	6	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						(5,523,479)	XXX	(5,523,479)	0	0	0	0	0	0	(5,523,479)	0	0	0	0	6	XXX	XXX
9899999. Total - Preferred and Common Stocks						(5,523,479)	XXX	(5,523,479)	0	0	0	0	0	0	(5,523,479)	0	0	0	0	6	XXX	XXX
9999999 - Totals						17,703,222	XXX	18,278,814	23,490,542	8,119	(417,982)	0	(409,864)	0	17,701,462	0	1,760	1,760	394,627	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
					First Month	Second Month	Third Month	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date				*
Bank of America Boston, MA					28,754,152	63,857,363	(22,604,936)	XXX
0199998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX						XXX
0199999. Totals - Open Depositories	XXX	XXX	0	0	28,754,152	63,857,363	(22,604,936)	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	28,754,152	63,857,363	(22,604,936)	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX	0	0	28,754,152	63,857,363	(22,604,936)	XXX

Schedule E - Part 2 - Cash Equivalents - Investments Owned End of Current Quarter

N O N E